



QUARTERLY STATEMENT
AS OF June 30, 2011
OF THE CONDITION AND AFFAIRS OF THE
HealthPlus Partners, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	11549	Employer's ID Number	01-0729151
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	07/08/2002		Commenced Business	01/01/2003		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)			
Main Administrative Office			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI 48501-1700 (City, or Town, State and Zip Code)			
Primary Location of Books and Records			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)	
					(800)332-9161 (Area Code) (Telephone Number)	
Internet Web Site Address	www.healthplus.org					
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A. (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	mmendryg@healthplus.org (E-Mail Address)		(810)733-8966 (Fax Number)			

OFFICERS

Name	Title
Bruce Roberts Hill	President
Nancy Susan Jenkins	Secretary
Matthew Andrew Mendrygal C.P.A.	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Jack Louis Barry MD Sheryl Denise Thompson Jessica Ann Rosencrantz #	Christopher John Flores Amy Diane Farmer
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State of Michigan
County of Genesee ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Bruce Roberts Hill (Printed Name) 1. President (Title)	(Signature) Matthew Andrew Mendrygal (Printed Name) 2. Treasurer (Title)	(Signature) Nancy Susan Jenkins (Printed Name) 3. Secretary (Title)
Subscribed and sworn to before me this day of , 2011	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[] 0 0
(Notary Public Signature)		

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	9,703,209	0	9,703,209	9,755,361
2.	Stocks:				
2.1	Preferred stocks	0	0	0	0
2.2	Common stocks	7,354,374	0	7,354,374	7,072,463
3.	Mortgage loans on real estate:				
3.1	First liens	0	0	0	0
3.2	Other than first liens	0	0	0	0
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)	0	0	0	0
4.2	Properties held for the production of income (less \$.....0 encumbrances)	0	0	0	0
4.3	Properties held for sale (less \$.....0 encumbrances)	0	0	0	0
5.	Cash (\$.....3,596,034), cash equivalents (\$.....0) and short-term investments (\$.....42,235,579)	45,831,613	0	45,831,613	36,674,865
6.	Contract loans (including \$.....0 premium notes)	0	0	0	0
7.	Derivatives	0	0	0	0
8.	Other invested assets	0	0	0	0
9.	Receivables for securities	0	0	0	0
10.	Securities lending reinvested collateral assets	0	0	0	0
11.	Aggregate write-ins for invested assets	0	0	0	0
12.	Subtotals, cash and invested assets (Lines 1 to 11)	62,889,196	0	62,889,196	53,502,689
13.	Title plants less \$.....0 charged off (for Title insurers only)	0	0	0	0
14.	Investment income due and accrued	59,754	0	59,754	48,655
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	585,646	0	585,646	1,234,559
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)	0	0	0	0
15.3	Accrued retrospective premiums	0	0	0	0
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers	0	0	0	0
16.2	Funds held by or deposited with reinsured companies	0	0	0	0
16.3	Other amounts receivable under reinsurance contracts	0	0	0	0
17.	Amounts receivable relating to uninsured plans	0	0	0	0
18.1	Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2	Net deferred tax asset	0	0	0	0
19.	Guaranty funds receivable or on deposit	0	0	0	0
20.	Electronic data processing equipment and software	0	0	0	0
21.	Furniture and equipment, including health care delivery assets (\$.....0)	0	0	0	0
22.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
23.	Receivables from parent, subsidiaries and affiliates	0	0	0	10,296
24.	Health care (\$.....1,255,587) and other amounts receivable	3,448,849	0	3,448,849	2,147,486
25.	Aggregate write-ins for other than invested assets	0	0	0	0
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	66,983,445	0	66,983,445	56,943,685
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28.	Total (Lines 26 and 27)	66,983,445	0	66,983,445	56,943,685
DETAILS OF WRITE-INS					
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198.	Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.	0	0	0	0
2502.	0	0	0	0
2503.	0	0	0	0
2598.	Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.0 reinsurance ceded)	17,523,743	0	17,523,743	18,731,169
2.	Accrued medical incentive pool and bonus amounts	3,637,155	0	3,637,155	4,990,347
3.	Unpaid claims adjustment expenses	357,906	0	357,906	338,947
4.	Aggregate health policy reserves	0	0	0	0
5.	Aggregate life policy reserves	0	0	0	0
6.	Property/casualty unearned premium reserve	0	0	0	0
7.	Aggregate health claim reserves	0	0	0	0
8.	Premiums received in advance	17,008,191	0	17,008,191	0
9.	General expenses due or accrued	0	0	0	0
10.1	Current federal and foreign income tax payable and interest thereon (including \$.0 on realized gains (losses))	0	0	0	0
10.2	Net deferred tax liability	0	0	0	0
11.	Ceded reinsurance premiums payable	0	0	0	0
12.	Amounts withheld or retained for the account of others	0	0	0	0
13.	Remittances and items not allocated	0	0	0	0
14.	Borrowed money (including \$.0 current) and interest thereon \$.0 (including \$.0 current)	0	0	0	0
15.	Amounts due to parent, subsidiaries and affiliates	861,545	0	861,545	522,038
16.	Derivatives	0	0	0	0
17.	Payable for securities	0	0	0	0
18.	Payable for securities lending	0	0	0	0
19.	Funds held under reinsurance treaties with (\$.0 authorized reinsurers and \$.0 unauthorized reinsurers)	0	0	0	0
20.	Reinsurance in unauthorized companies	0	0	0	0
21.	Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22.	Liability for amounts held under uninsured plans	0	0	0	0
23.	Aggregate write-ins for other liabilities (including \$.10,214 current)	10,214	0	10,214	0
24.	Total liabilities (Lines 1 to 23)	39,398,754	0	39,398,754	24,582,501
25.	Aggregate write-ins for special surplus funds	X X X	X X X	0	0
26.	Common capital stock	X X X	X X X	0	0
27.	Preferred capital stock	X X X	X X X	0	0
28.	Gross paid in and contributed surplus	X X X	X X X	21,771,167	21,771,167
29.	Surplus notes	X X X	X X X	0	0
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X	0	0
31.	Unassigned funds (surplus)	X X X	X X X	5,813,524	10,590,017
32.	Less treasury stock, at cost:				
32.1	.0 shares common (value included in Line 26 \$.0)	X X X	X X X	0	0
32.2	.0 shares preferred (value included in Line 27 \$.0)	X X X	X X X	0	0
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	27,584,691	32,361,184
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	66,983,445	56,943,685
DETAILS OF WRITE-INS					
2301.	Other current liabilities	10,214	0	10,214	0
2302.		0	0	0	0
2303.		0	0	0	0
2398.	Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	10,214	0	10,214	0
2501.		X X X	X X X	0	0
2502.		X X X	X X X	0	0
2503.		X X X	X X X	0	0
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X	0	0
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X	0	0
3001.		X X X	X X X	0	0
3002.		X X X	X X X	0	0
3003.		X X X	X X X	0	0
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X	0	0
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X	0	0

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	419,150	427,447	853,214
2.	Net premium income (including \$.....0 non-health premium income)	X X X	111,686,392	115,941,622	229,602,181
3.	Change in unearned premium reserves and reserves for rate credits	X X X	0	0	0
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X	0	0	0
5.	Risk revenue	X X X	0	0	0
6.	Aggregate write-ins for other health care related revenues	X X X	0	0	0
7.	Aggregate write-ins for other non-health revenues	X X X	0	0	0
8.	Total revenues (Lines 2 to 7)	X X X	111,686,392	115,941,622	229,602,181
Hospital and Medical:					
9.	Hospital/medical benefits	0	77,912,223	74,325,082	148,662,417
10.	Other professional services	0	0	0	0
11.	Outside referrals	0	0	0	0
12.	Emergency room and out-of-area	0	6,499,176	6,826,267	13,266,813
13.	Prescription drugs	0	11,596,692	12,001,204	22,831,380
14.	Aggregate write-ins for other hospital and medical	0	323,609	226,054	474,358
15.	Incentive pool, withhold adjustments and bonus amounts	0	1,985,173	3,048,070	5,904,177
16.	Subtotal (Lines 9 to 15)	0	98,316,873	96,426,677	191,139,145
Less:					
17.	Net reinsurance recoveries	0	0	0	0
18.	Total hospital and medical (Lines 16 minus 17)	0	98,316,873	96,426,677	191,139,145
19.	Non-health claims (net)	0	0	0	0
20.	Claims adjustment expenses, including \$.....1,406,207 cost containment expenses	0	2,544,179	1,436,156	4,887,980
21.	General administrative expenses	0	13,654,033	13,595,982	25,414,324
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)	0	0	0	0
23.	Total underwriting deductions (Lines 18 through 22)	0	114,515,085	111,458,815	221,441,449
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(2,828,693)	4,482,807	8,160,732
25.	Net investment income earned	0	164,569	125,496	303,819
26.	Net realized capital gains (losses) less capital gains tax of \$.....0	0	0	(564)	(564)
27.	Net investment gains or (losses) (Lines 25 plus 26)	0	164,569	124,932	303,255
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]	0	0	0	0
29.	Aggregate write-ins for other income or expenses	0	0	0	0
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(2,664,124)	4,607,739	8,463,987
31.	Federal and foreign income taxes incurred	X X X	0	0	0
32.	Net income (loss) (Lines 30 minus 31)	X X X	(2,664,124)	4,607,739	8,463,987
DETAILS OF WRITE-INS					
0601.	X X X	0	0	0
0602.	X X X	0	0	0
0603.	X X X	0	0	0
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X	0	0	0
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	0	0	0
0701.	X X X	0	0	0
0702.	X X X	0	0	0
0703.	X X X	0	0	0
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X	0	0	0
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X	0	0	0
1401.	Other Medical	0	323,609	226,054	474,358
1402.	0	0	0	0
1403.	0	0	0	0
1498.	Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	323,609	226,054	474,358
2901.	0	0	0	0
2902.	0	0	0	0
2903.	0	0	0	0
2998.	Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	32,361,184	23,426,731	23,426,731
34.	Net income or (loss) from Line 32	(2,664,124)	4,607,739	8,463,987
35.	Change in valuation basis of aggregate policy and claim reserves	0	0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	187,631	(80,324)	470,466
37.	Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38.	Change in net deferred income tax	0	0	0
39.	Change in nonadmitted assets	0	0	0
40.	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock	0	0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles	0	0	0
44.	Capital Changes:			
44.1	Paid in	0	0	0
44.2	Transferred from surplus (Stock Dividend)	0	0	0
44.3	Transferred to surplus	0	0	0
45.	Surplus adjustments:			
45.1	Paid in	0	0	0
45.2	Transferred to capital (Stock Dividend)	0	0	0
45.3	Transferred from capital	0	0	0
46.	Dividends to stockholders	(2,300,000)	0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital and surplus (Lines 34 to 47)	(4,776,493)	4,527,415	8,934,453
49.	Capital and surplus end of reporting period (Line 33 plus 48)	27,584,691	27,954,146	32,361,184
DETAILS OF WRITE-INS				
4701.	0	0	0
4702.	0	0	0
4703.	0	0	0
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	129,674,151	119,912,669	230,608,885
2.	Net investment income	205,621	94,480	335,437
3.	Miscellaneous income	0	0	0
4.	Total (Lines 1 to 3)	129,879,772	120,007,149	230,944,322
5.	Benefit and loss related payments	101,521,849	96,771,261	191,382,777
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7.	Commissions, expenses paid and aggregate write-ins for deductions	17,156,699	14,649,081	30,183,387
8.	Dividends paid to policyholders	0	0	0
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	0	0	0
10.	Total (Lines 5 through 9)	118,678,548	111,420,342	221,566,164
11.	Net cash from operations (Line 4 minus Line 10)	11,201,224	8,586,807	9,378,158
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	0	407,880	407,880
12.2	Stocks	0	0	0
12.3	Mortgage loans	0	0	0
12.4	Real estate	0	0	0
12.5	Other invested assets	0	13,482	13,482
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7	Miscellaneous proceeds	1	0	0
12.8	Total investment proceeds (Lines 12.1 to 12.7)	1	421,362	421,362
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	0	10,224,360	10,224,360
13.2	Stocks	94,281	90,955	209,852
13.3	Mortgage loans	0	0	0
13.4	Real estate	0	0	0
13.5	Other invested assets	0	0	0
13.6	Miscellaneous applications	0	0	0
13.7	Total investments acquired (Lines 13.1 to 13.6)	94,281	10,315,315	10,434,212
14.	Net increase (or decrease) in contract loans and premium notes	0	0	0
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(94,280)	(9,893,953)	(10,012,850)
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes	0	0	0
16.2	Capital and paid in surplus, less treasury stock	0	0	0
16.3	Borrowed funds	0	0	0
16.4	Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5	Dividends to stockholders	2,300,000	0	0
16.6	Other cash provided (applied)	349,804	1,053,573	1,683,075
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(1,950,196)	1,053,573	1,683,075
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	9,156,748	(253,573)	1,048,383
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	36,674,865	35,626,482	35,626,482
19.2	End of period (Line 18 plus Line 19.1)	45,831,613	35,372,909	36,674,865
Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:				
20.0001	0	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	70,817	0	0	0	0	0	0	0	70,817	0
2. First Quarter	69,915	0	0	0	0	0	0	0	69,915	0
3. Second Quarter	68,904	0	0	0	0	0	0	0	68,904	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	419,150	0	0	0	0	0	0	0	419,150	0
Total Member Ambulatory Encounters for Period:										
7. Physician	67,670	0	0	0	0	0	0	0	67,670	0
8. Non-Physician	106,431	0	0	0	0	0	0	0	106,431	0
9. Total	174,101	0	0	0	0	0	0	0	174,101	0
10. Hospital Patient Days Incurred	19,892	0	0	0	0	0	0	0	19,892	0
11. Number of Inpatient Admissions	3,266	0	0	0	0	0	0	0	3,266	0
12. Health Premiums Written (a)	111,740,916	0	0	0	0	0	0	0	111,740,916	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	111,740,916	0	0	0	0	0	0	0	111,740,916	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	101,521,850	0	0	0	0	0	0	0	101,521,850	0
18. Amount Incurred for Provision of Health Care Services	98,316,873	0	0	0	0	0	0	0	98,316,873	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered	2,419,815	213,369	37,704	256	1,465	2,672,609
0499999 Subtotals	2,419,815	213,369	37,704	256	1,465	2,672,609
0599999 Unreported claims and other claim reserves						14,026,008
0699999 Total Amounts Withheld						825,126
0799999 Total Claims Unpaid						17,523,743
0899999 Accrued Medical Incentive Pool And Bonus Amounts						3,637,155

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)	0	0	0	0	0	0
2.	Medicare Supplement	0	0	0	0	0	0
3.	Dental only	0	0	0	0	0	0
4.	Vision only	0	0	0	0	0	0
5.	Federal Employees Health Benefits Plan	0	0	0	0	0	0
6.	Title XVIII - Medicare	0	0	0	0	0	0
7.	Title XIX - Medicaid	17,728,995	80,530,914	1,653,639	15,870,104	19,382,634	18,731,169
8.	Other health	0	0	0	0	0	0
9.	Health subtotal (Lines 1 to 8)	17,728,995	80,530,914	1,653,639	15,870,104	19,382,634	18,731,169
10.	Healthcare receivables (a)	76,425	0	748,918	506,670	825,343	611,229
11.	Other non-health	0	0	0	0	0	0
12.	Medical incentive pools and bonus amounts	2,590,266	748,100	2,480,894	1,156,261	5,071,160	4,990,347
13.	Totals (Lines 9 - 10 + 11 + 12)	20,242,836	81,279,014	3,385,615	16,519,695	23,628,451	23,110,287

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Significant Accounting Policies

A. Basis of Presentation

The accompanying financial statements of HealthPlus Partners, Inc. (the Company) have been prepared in conformity with the 2011 NAIC Quarterly Statement Instructions and the NAIC Accounting Practices and Procedures Manual as of March 2011, to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code or the 2010 Forms and Instructions for Required Filings in Michigan.

B. Management Estimates

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Premium revenue is recognized in the month that members are entitled to health care services. The liability for incurred medical and hospital claims is accrued in the period during which the services are provided and includes estimates of services performed, which have not been reported to the Company.

In addition, the company uses the following accounting policies:

- 1) Short Term Investments are stated at amortized cost.
- 2) Long-term bonds are stated at amortized cost.
- 3) Common Stocks are reported at market value.
- 4) The Company has no Preferred Stocks to report.
- 5) The Company has no mortgage loans to report.
- 6) The Company has no Loan Backed Securities.
- 7) The Company has no investments in subsidiary, controlled or affiliated entities.
- 8) The Company has no ownership interests in joint ventures or limited liability companies.
- 9) The Company has no derivatives to report.
- 10) The Company uses anticipated investment income as a factor in the calculation of premium deficiency reserves.
- 11) Unpaid claims include amounts determined from individual case estimates and amounts based on past experiences, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
- 12) The Company has no capitalized assets.
- 13) Estimated pharmaceutical rebate receivables are based primarily on historical trends.

2. Accounting Changes and Corrections of Errors

A. Accounting changes and corrections of errors.

The Company did not discover any material errors or make any material changes in accounting principles as of the Quarter Ended June 30, 2011.

3. Business Combinations and Goodwill

None.

Notes to Financial Statement

4. Discontinued Operations

None.

5. Investments – Mortgage Loans, Debt Restructuring, Reverse Mortgages, Loan-Backed Securities, Repurchase Agreements, Real Estate

None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

The Company does not exclude any investment income due and accrued.

8. Derivative Instruments

None.

9. Income Taxes

The Company is exempt from Federal income tax under Internal Revenue Code Section 501(c)(4). The Company is also exempt from Michigan Business Tax.

10. Information Concerning Parent, Subsidiaries and Affiliates

HealthPlus Partners, Inc. is a wholly owned subsidiary of HealthPlus of Michigan Inc. The Company began operations January 1, 2003.

HealthPlus Partners, Inc. has entered into agreements with its parent, HealthPlus of Michigan, Inc. for administrative services. These services amounted to \$9,424,375 as of the Quarter Ended June 30, 2011. The Company paid an ordinary dividend of \$2,300,000 to its parent company on June 15, 2011.

11. Debt

None.

12. Retirement Plan

None.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

The Company has no Shareholder's Dividend Restrictions or Quasi-Reorganizations to report.

The portion of unassigned funds (surplus) represented or reduced by each item below is as follows:

- a. change in unrealized gains and losses: \$ 187,631
- b. change in nonadmitted asset values: \$ 0

Unrealized gains and losses consist of the following:

Unrealized gains/(losses) on stocks \$ 187,631

Notes to Financial Statement

14. Contingencies

In the normal course of business, HealthPlus Partners, Inc. is a party to certain legal matters. Management is of the opinion that resolution of these matters will not have a material effect on the Company’s financial position or results of operations.

15. Leases

None.

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

None.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

None.

20. Fair Value Measurement

Assets Measured at Fair Value on a Recurring Basis

Assets at fair value	Level 1
Common Stocks	\$7,354,374

21. Other Items

The Company has no extraordinary items or other disclosures to report.

22. Events Subsequent

There were no events subsequent to the close of the books or accounts for this statement which may have a material effect on the financial condition of the Company.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the Company?
- Yes () No (x)

Notes to Financial Statement

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?
Yes () No (x)

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?
Yes (x) No ()
- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation of the reporting entity to the reinsurer, and for which such obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate.
\$ 0.
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability for these agreements in this statement?
\$ 0.
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?
Yes () No (x)

Section 3 – Ceded Reinsurance – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate.
\$ 0.
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?
Yes () No (x)

(3) Uncollectible Reinsurance

None.

C. Commutation of Ceded Reinsurance

None.

Notes to Financial Statement

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for incurred claims attributable to insured events of prior years have been increased by \$514,970, net of risk sharing, as of the Quarter Ended June 30, 2011 as a result of re-estimation of unpaid claims. This increase is the result of ongoing analysis and original estimates are increased or decreased as additional information becomes known.

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

(a) Pharmaceutical Rebate Receivables

Pharmaceutical rebate receivables consist of actual amounts billed for the previous quarter, based on actual prescriptions filled, and estimates of rebates for the current quarter. Estimated rebates are based primarily on historical trends.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Invoiced/ Confirmed	Actual rebates Collected Within 90 Days of Invoicing/ Confirmation	Actual Rebates Collected Within 91 to 180 Days of Invoicing/ Confirmation	Actual Rebates Collected More Than 180 Days After Invoicing/ Confirmation
06/30/2011	1,386	0	0	0	0
03/31/2011	614	614	0	0	0
12/31/2010	0	1,602	1,602	0	0
09/30/2010	0	3,014	3,014	0	0
06/30/2010	0	2,771	2,771	0	0
03/31/2010	0	2,787	2,787	0	0
12/31/2009	0	1,976	1,976	0	0
09/30/2009	0	2,131	2,131	0	0
06/30/2009	0	1,167	1,167	0	0
03/31/2009	0	3,815	3,815	0	0
12/31/2008	0	2,056	2,056	0	0
09/30/2008	0	2,675	2,675	0	0
06/30/2008	0	3,563	3,563	0	0
03/31/2008	0	3,877	3,877	0	0

(b) Risk Sharing Receivables

The Company has agreements, which provide the basis of payments to different provider groups for the delivery of health care services. The groups include hospitals, physician hospital organizations, and physicians. The agreements include provisions for the sharing of surplus or deficits calculated by the comparison of total expense to funding reported for the Company's members served by the physicians affiliated with each contracting provider group. The funding levels are primarily based on a percentage of the premium, which the Company receives for providing health insurance coverage to Medicaid beneficiaries. Certain of these providers have

Notes to Financial Statement

entered into separate agreements with affiliated hospitals to share any surplus or deficit associated with services to physician members.

Risk sharing receivables recorded in accordance with the aforementioned agreements are detailed in the table below.

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated And Reported in the Prior Year	Risk Sharing Receivable as Estimated And Reported in the Current Year	Risk Sharing Receivable Invoiced	Risk Sharing Receivable Not Invoiced	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Amounts Collected First Year Subsequent	Actual Risk Sharing Amounts Collected Second Year Subsequent	Actual Risk Sharing Amounts Collected – All Other
2011	2011		722,181						
	2012								
2010	2010		606,229	74,823	531,406	74,823			
	2011								
2009	2009		199,006	199,006		199,006			
	2010								
2008	2008		1,736,211	1,736,211		1,736,211			
	2009								
2007	2007		4,485,084	4,485,084		3,778,780	706,304		
	2008								

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Salvage and Subrogation

The Company has not specifically identified any anticipated salvage and subrogation amounts in its calculation of loss reserves.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[X] No[]
- 2.2 If yes, date of change:

03/26/2011
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4 By what department or departments?
Department of Licensing and Regulatory Affairs, Office of Financial & Insurance Regulation, Office of Financial Evaluation
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[] N/A[]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ 0
13. Amount of real estate and mortgages held in short-term investments:

\$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	0	0
14.22 Preferred Stock	0	0
14.23 Common Stock	0	0
14.24 Short-Term Investments	0	0
14.25 Mortgages Loans on Real Estate	0	0
14.26 All Other	0	0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	0	0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	0	0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X]
Yes[] No[] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[]

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Asset Management	611 Woodward Avenue, Detroit, MI 48226
Citizens Bank Wealth Management	328 South Saginaw Street, Flint, MI 48502

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?
16.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104234	JP Morgan Asset Management	611 Woodward Avenue, Detroit, MI 48226
111223	Citizens Bank Wealth Management	328 South Saginaw Street, Flint, MI 48502

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
17.2 If no, list exceptions:

Yes[X] No[]

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	89.288%
1.2 A&H cost containment percent	1.259%
1.3 A&H expense percent excluding cost containment expenses	13.244%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
22667	95-2371728 01/01/2011	ACE AMER INS CO	PA SSL/A/I Yes[X] No[]

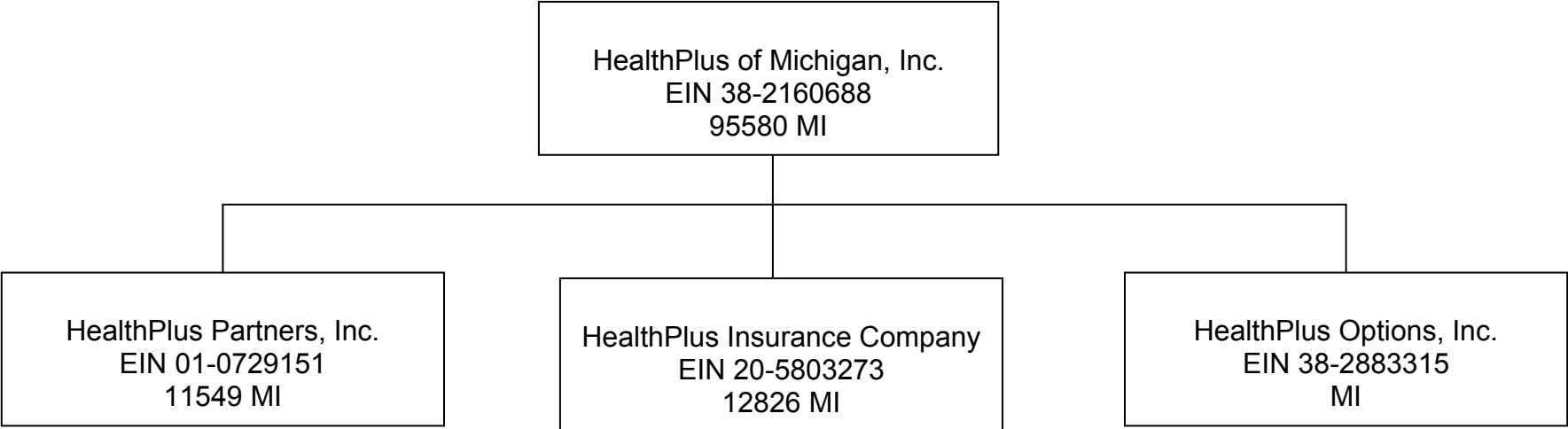
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N	0	0	0	0	0	0	0	0
2.	Alaska (AK)	N	0	0	0	0	0	0	0	0
3.	Arizona (AZ)	N	0	0	0	0	0	0	0	0
4.	Arkansas (AR)	N	0	0	0	0	0	0	0	0
5.	California (CA)	N	0	0	0	0	0	0	0	0
6.	Colorado (CO)	N	0	0	0	0	0	0	0	0
7.	Connecticut (CT)	N	0	0	0	0	0	0	0	0
8.	Delaware (DE)	N	0	0	0	0	0	0	0	0
9.	District of Columbia (DC)	N	0	0	0	0	0	0	0	0
10.	Florida (FL)	N	0	0	0	0	0	0	0	0
11.	Georgia (GA)	N	0	0	0	0	0	0	0	0
12.	Hawaii (HI)	N	0	0	0	0	0	0	0	0
13.	Idaho (ID)	N	0	0	0	0	0	0	0	0
14.	Illinois (IL)	N	0	0	0	0	0	0	0	0
15.	Indiana (IN)	N	0	0	0	0	0	0	0	0
16.	Iowa (IA)	N	0	0	0	0	0	0	0	0
17.	Kansas (KS)	N	0	0	0	0	0	0	0	0
18.	Kentucky (KY)	N	0	0	0	0	0	0	0	0
19.	Louisiana (LA)	N	0	0	0	0	0	0	0	0
20.	Maine (ME)	N	0	0	0	0	0	0	0	0
21.	Maryland (MD)	N	0	0	0	0	0	0	0	0
22.	Massachusetts (MA)	N	0	0	0	0	0	0	0	0
23.	Michigan (MI)	L	0	0	111,740,916	0	0	0	111,740,916	0
24.	Minnesota (MN)	N	0	0	0	0	0	0	0	0
25.	Mississippi (MS)	N	0	0	0	0	0	0	0	0
26.	Missouri (MO)	N	0	0	0	0	0	0	0	0
27.	Montana (MT)	N	0	0	0	0	0	0	0	0
28.	Nebraska (NE)	N	0	0	0	0	0	0	0	0
29.	Nevada (NV)	N	0	0	0	0	0	0	0	0
30.	New Hampshire (NH)	N	0	0	0	0	0	0	0	0
31.	New Jersey (NJ)	N	0	0	0	0	0	0	0	0
32.	New Mexico (NM)	N	0	0	0	0	0	0	0	0
33.	New York (NY)	N	0	0	0	0	0	0	0	0
34.	North Carolina (NC)	N	0	0	0	0	0	0	0	0
35.	North Dakota (ND)	N	0	0	0	0	0	0	0	0
36.	Ohio (OH)	N	0	0	0	0	0	0	0	0
37.	Oklahoma (OK)	N	0	0	0	0	0	0	0	0
38.	Oregon (OR)	N	0	0	0	0	0	0	0	0
39.	Pennsylvania (PA)	N	0	0	0	0	0	0	0	0
40.	Rhode Island (RI)	N	0	0	0	0	0	0	0	0
41.	South Carolina (SC)	N	0	0	0	0	0	0	0	0
42.	South Dakota (SD)	N	0	0	0	0	0	0	0	0
43.	Tennessee (TN)	N	0	0	0	0	0	0	0	0
44.	Texas (TX)	N	0	0	0	0	0	0	0	0
45.	Utah (UT)	N	0	0	0	0	0	0	0	0
46.	Vermont (VT)	N	0	0	0	0	0	0	0	0
47.	Virginia (VA)	N	0	0	0	0	0	0	0	0
48.	Washington (WA)	N	0	0	0	0	0	0	0	0
49.	West Virginia (WV)	N	0	0	0	0	0	0	0	0
50.	Wisconsin (WI)	N	0	0	0	0	0	0	0	0
51.	Wyoming (WY)	N	0	0	0	0	0	0	0	0
52.	American Samoa (AS)	N	0	0	0	0	0	0	0	0
53.	Guam (GU)	N	0	0	0	0	0	0	0	0
54.	Puerto Rico (PR)	N	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands (VI)	N	0	0	0	0	0	0	0	0
56.	Northern Mariana Islands (MP)	N	0	0	0	0	0	0	0	0
57.	Canada (CN)	N	0	0	0	0	0	0	0	0
58.	Aggregate other alien (OT)	X X X	0	0	0	0	0	0	0	0
59.	Subtotal	X X X	0	0	111,740,916	0	0	0	111,740,916	0
60.	Reporting entity contributions for Employee Benefit Plans	X X X	0	0	0	0	0	0	0	0
61.	Total (Direct Business)	(a) 1	0	0	111,740,916	0	0	0	111,740,916	0
DETAILS OF WRITE-INS										
5801.	X X X	0	0	0	0	0	0	0	0
5802.	X X X	0	0	0	0	0	0	0	0
5803.	X X X	0	0	0	0	0	0	0	0
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X	0	0	0	0	0	0	0	0
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



11549201136500002

2011

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF **June 30, 2011** OF THE **HealthPlus Partners, Inc.**

SCHEDULE A - VERIFICATION

Real Estate		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest point	0	0
9. Total foreign exchange change in book value/recorded investment	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	13,482
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	13,482
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	16,827,823	6,392,145
2. Cost of bonds and stocks acquired	94,281	10,434,212
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	187,630	470,466
5. Total gain (loss) on disposals	0	(564)
6. Deduct consideration for bonds and stocks disposed of	0	407,880
7. Deduct amortization of premium	52,151	60,556
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	17,057,583	16,827,823
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	17,057,583	16,827,823

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	42,386,068	68,977,980	59,399,157	(26,104)	42,386,068	51,938,787	0	46,815,562
2. Class 2 (a)	0	0	0	0	0	0	0	0
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	42,386,068	68,977,980	59,399,157	(26,104)	42,386,068	51,938,787	0	46,815,562
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	42,386,068	68,977,980	59,399,157	(26,104)	42,386,068	51,938,787	0	46,815,562

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	42,235,579	X X X	42,235,578	248	0

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	37,060,203	35,039,332
2.	Cost of short-term investments acquired	124,560,119	210,221,535
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	0
6.	Deduct consideration received on disposals	119,384,743	208,200,664
7.	Deduct amortization of premium	0	0
8.	Total foreign exchange change in book/adjusted carrying value	0	0
9.	Deduct current year's other than temporary impairment recognized	0	0
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	42,235,579	37,060,203
11.	Deduct total nonadmitted amounts	0	0
12.	Statement value at end of current period (Line 10 minus Line 11)	42,235,579	37,060,203

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
Common Stock - Mutual Funds									
4812C0381	JPMORGAN CORE BOND FUND		06/01/2011	JP Morgan Asset Management	3,512.950	40,466	X X X	0	L
4812C1553	JPMORGAN EQUITY INDEX FUND		04/01/2011	JP Morgan Asset Management	457.209	13,753	X X X	0	L
9299999	Subtotal - Common Stock - Mutual Funds				X X X	54,219	X X X	0	X X X
9799997	Subtotal - Common Stock - Part 3				X X X	54,219	X X X	0	X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
9799999	Subtotal - Common Stocks				X X X	54,219	X X X	0	X X X
9899999	Subtotal - Preferred and Common Stocks				X X X	54,219	X X X	0	X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	54,219	X X X	0	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E05 Schedule D Part 4 NONE

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
Citizens Bank	Flint, MI			0.000	0	0	457,858	229,249	4,678,728	X X X
Citizens Bank	Flint, MI			0.000	0	0	(1,964,061)	(1,582,584)	(1,071,565)	X X X
JP Morgan Chase Bank	Baton Rouge, LA			0.000	0	0	(50,902)	(24,366)	(11,129)	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - open depositories			X X X	X X X	0	0	0	0	0	X X X
0199999 Totals - Open Depositories			X X X	X X X	0	0	(1,557,105)	(1,377,701)	3,596,034	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository - suspended depositories			X X X	X X X	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories			X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit			X X X	X X X	0	0	(1,557,105)	(1,377,701)	3,596,034	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X	0	0	0	X X X
0599999 Total Cash			X X X	X X X	0	0	(1,557,105)	(1,377,701)	3,596,034	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents					0	0	0



MEDICARE PART D COVERAGE SUPPLEMENT
Net of Reinsurance

NAIC Group Code: 3409

NAIC Company Code: 11549

		Individual Coverage		Group Coverage		5
		1	2	3	4	Total
		Insured	Uninsured	Insured	Uninsured	Cash
1.	Premiums Collected	0	X X X	0	X X X	0
2.	Earned Premiums	0	X X X	0	X X X	X X X
3.	Claims Paid	0	X X X	0	X X X	0
4.	Claims Incurred	0	X X X	0	X X X	X X X
5.	Reinsurance Coverage and Low Income Cost Sharing - Claims					
	Paid Net of Reimbursements Applied (a)	X X X	0	X X X	0	0
6.	Aggregate Policy Reserves - change	0	X X X	0	X X X	X X X
7.	Expenses Paid	0	X X X	0	X X X	0
8.	Expenses Incurred	0	X X X	0	X X X	X X X
9.	Underwriting Gain or Loss	0	X X X	0	X X X	X X X
10.	Cash Flow Results	X X X	X X X	X X X	X X X	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

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